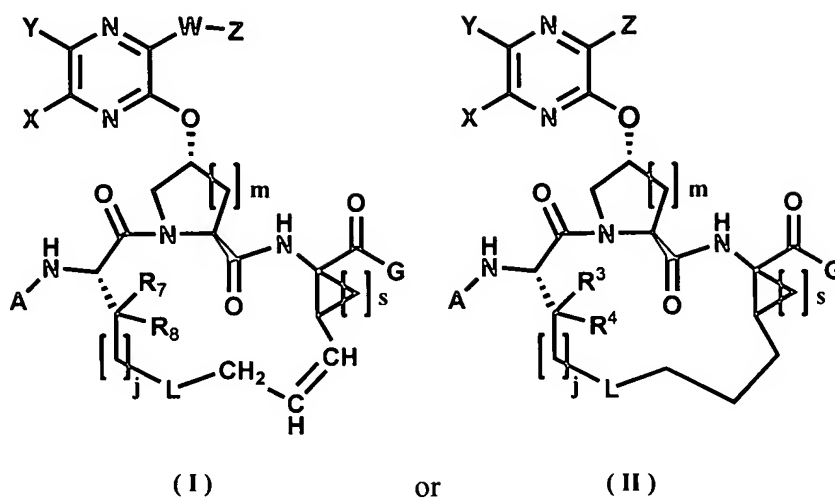


WHAT IS CLAIMED:

1. A compound of Formula I or II:



A is independently selected from hydrogen; $-(C=O)-O-R_1$, $-(C=O)-R_2$, $-C(=O)-NH-R_2$, $-C(=S)-NH-R_2$, or $-S(O)_2-R_2$;

G is independently selected from -OH, -O-(C₁-C₁₂ alkyl), -NHS(O)₂-R₁, -(C=O)-R₂,
-(C=O)-O-R₁, or -(C=O)-NH-R₂;

10 L is independently selected from $-S-$, $-SCH_2-$, $-SCH_2CH_2-$, $-S(O)_2-$, $-S(O)_2CH_2CH_2-$, $-S(O)-$, $-S(O)CH_2CH_2-$, $-O-$, $-OCH_2-$, $-OCH_2CH_2-$, $-(C=O)-CH_2-$, $-CH(CH_3)CH_2-$, $-CFHCH_2-$, or $-CF_2CH_2-$;

X and Y taken together with the carbon atoms to which they are attached form a cyclic moiety selected from aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

15 W is absent, or independently selected from $-O-$, $-S-$, $-NH-$, $-C(O)NR_1-$ or $-NR_1-$;

Z is independently selected from hydrogen; $-\text{CN}$, $-\text{SCN}$, $-\text{NCO}$, $-\text{NCS}$, $-\text{NHNH}_2$, $-\text{N}_3$, halogen, $-\text{R}_4$, $-\text{C}_3\text{--C}_{12}$ cycloalkyl, substituted $-\text{C}_3\text{--C}_{12}$ cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, substituted heterocycloalkyl, and $-\text{NH}-\text{N}=\text{CH}(\text{R}_1)$;

20 Each R₁ is independently selected from hydrogen, C₁–C₆ alkyl, substituted C₁–C₆ alkyl, C₁–C₆ alkenyl, substituted C₁–C₆ alkenyl, C₁–C₆ alkynyl, substituted C₁–C₆ alkynyl, C₃–C₁₂ cycloalkyl, substituted C₃–C₁₂ cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl,

heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, or substituted heterocycloalkyl;

Each R_2 is independently selected from hydrogen, C_1-C_6 alkyl, C_1-C_6 alkyl, substituted C_1-C_6 alkyl, C_1-C_6 alkenyl, substituted C_1-C_6 alkenyl, C_1-C_6 alkynyl, substituted C_1-C_6 alkynyl, C_3-C_{12} cycloalkyl, substituted C_3-C_{12} cycloalkyl, alkylamino, dialkylamino, arylamino, diarylamino, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, or substituted heterocycloalkyl;

Each R_4 is independently selected from:

- (i) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;
- (ii) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or
- (iii) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

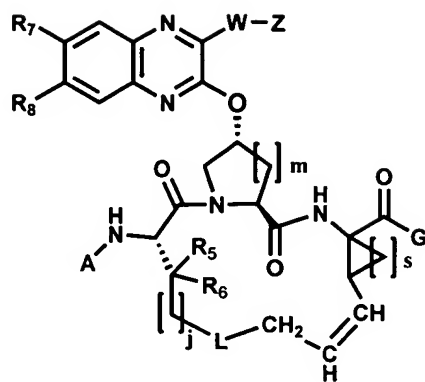
R_5 and R_6 are each independently selected from hydrogen or methyl;

$j = 0, 1, 2, 3, \text{ or } 4$;

$m = 0, 1, \text{ or } 2$; and

$s = 0, 1 \text{ or } 2$.

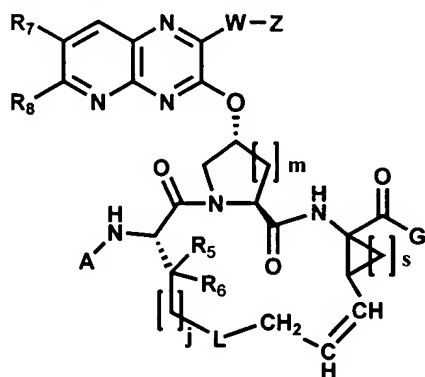
2. The compound of claim 1, wherein the compound is of Formula III :



(III)

wherein R_7 and R_8 are independently selected from R_4 as defined in claim 1.

3. The compound of claim 1, wherein the compound is of Formula IV:



(IV)

- 5 wherein R_7 and R_8 are independently selected from R_4 as defined in claim 1.

4. A compound according to any one of claims 1-3, wherein W is absent and Z is thiophenyl.

5. A compound according to any one of claims 1-3, wherein W is $-\text{CH}=\text{CH}-$ and Z is thiophenyl.

6. A compound according to claim 1 which is selected from:

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-(formamido)-thiazol-4-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

5 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = ethyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

10 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = phenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

15 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 4-methoxyphenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

20 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 4-ethoxyphenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 5-bromothiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

25 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-pyrid-3-yl ethylenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

30 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 3,4-Dimethoxy-phenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-thiophen-2-yl ethylenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

5

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, Z = indole-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

10 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1*H*-indol-3-yl methyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

15 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = furan-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

20 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1*H*-benzoimidazol-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

25 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 1*H*-imidazol-2-ylmethyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

30 Compound of Formula I, wherein A = tBOC, G = OEt, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = chloro, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, Z = thiophen-3-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

5 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2-pyrid-3-yl acetylenyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

10 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = 2, 3-dihydrobenzofuran-5-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

15 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -NH-, Z = propargyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

20 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -N(ethyl)-, Z = benzyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -NH-, Z = pyrid-3-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

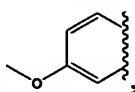
25 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = tetrazolyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

30 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = morpholino, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

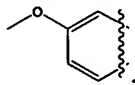
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W = -O-, Z = thiophen-3-yl-methyl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

5

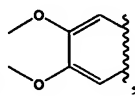
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

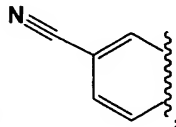
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

10 together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

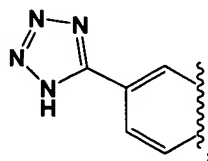
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

15 together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

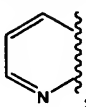
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

20 together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

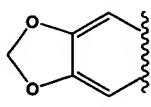
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

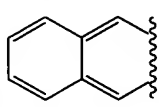
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

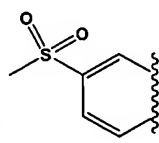
5 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

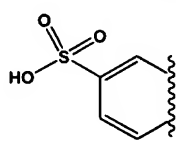
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

10 together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

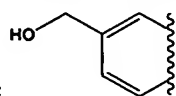
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

15 together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

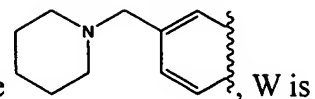
20 together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are , W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

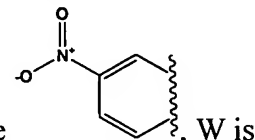


absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

5

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

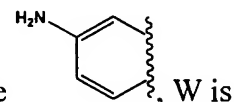
together with the carbon atoms to which they are attached are



absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

10 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

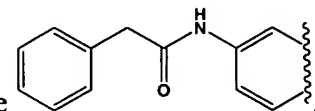
together with the carbon atoms to which they are attached are



absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

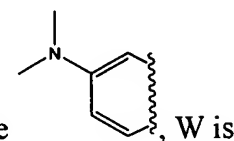


W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

15

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

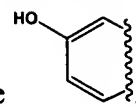


absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

20

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

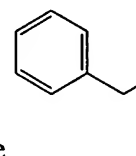


Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

W is absent,

5 Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

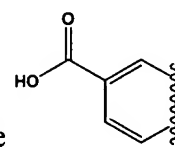


is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

W

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

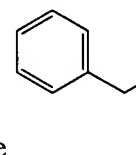


absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

W is

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

together with the carbon atoms to which they are attached are

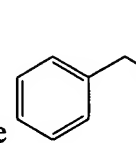


is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

W

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

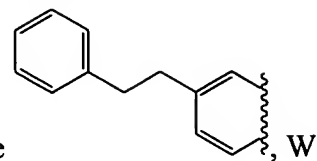
together with the carbon atoms to which they are attached are



W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

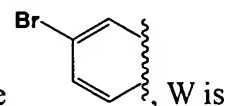
W

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken



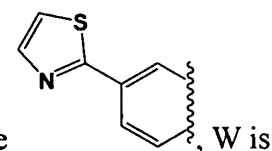
together with the carbon atoms to which they are attached are
is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

5 Compound of Formula I, wherein A = tBOC, G = OEt, L = absent, X and Y taken



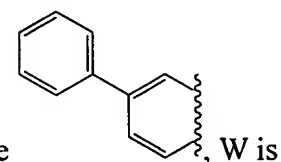
together with the carbon atoms to which they are attached are
absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken



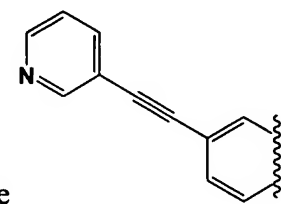
10 together with the carbon atoms to which they are attached are
absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken



15 together with the carbon atoms to which they are attached are
absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

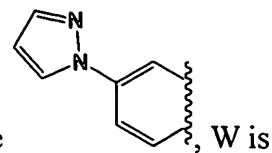
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken



together with the carbon atoms to which they are attached are
W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, R₅ = R₆ = hydrogen;


20

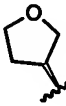
Compound of Formula I, wherein A = tBOC, G = OH, L = absent, X and Y taken

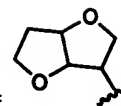


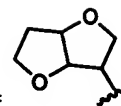
together with the carbon atoms to which they are attached are absent, Z = thiophen-2-yl, j = 3, m = s = 1, R₅ = R₆ = hydrogen; W is

- 5 Compound of Formula I, wherein A = $-(C=O)-O-R^1$, wherein R¹ = cyclopentyl, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;
- 10 Compound of Formula I, wherein A = $-(C=O)-O-R^1$, wherein R¹ = cyclobutyl, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;
- 15 Compound of Formula I, wherein A = $-(C=O)-O-R^1$, wherein R¹ = cyclohexyl, G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

- 20 Compound of Formula I, wherein A = $-(C=O)-O-R^1$, wherein R¹ = , G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;

- 25 Compound of Formula I, wherein A = $-(C=O)-O-R^1$, wherein R¹ = , G = OH, L = absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen;



Compound of Formula I, wherein $A = -(C=O)-O-R^1$, wherein $R^1 =$ , $G = OH$,

$L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=O)-R^1$, wherein $R^1 =$ cyclopentyl, $G = OH$, L

5 $=$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=O)-NH-R^1$, wherein $R^1 =$ cyclopentyl, $G =$

10 OH , $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=S)-NH-R^1$, wherein $R^1 =$ cyclopentyl, $G =$

15 OH , $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -S(O)_2-R^1$, wherein $R^1 =$ cyclopentyl, $G = OH$, L

20 $=$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 =$ cyclopentyl, $G =$

25 $-O$ -phenethyl, $L =$ absent, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, $Z =$ thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 =$ hydrogen;

Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 =$ cyclopentyl, $G =$

$-NH$ -phenethyl, $L =$ absent, X and Y taken together with the carbon atoms to which

they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

5 Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -NHS(O)_2\text{-phenethyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

10 Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -(C=O)-OH$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

15 Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -(C=O)-O\text{-phenethyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

20 Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -(C=O)-NH\text{-phenethyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

25 Compound of Formula I, wherein $A = -(C=O)-O-R^1$, $R^1 = \text{cyclopentyl}$, $G = -(C=O)-NH-S(O)_2\text{-benzyl}$, $L = \text{absent}$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, $j = 3$, $m = s = 1$, and $R_5 = R_6 = \text{hydrogen}$;

Compound of Formula I, wherein A = tBOC, G = OH, L = $-(C=O)CH_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and $R_5 = R_6$ = hydrogen;

- 5 Compound of Formula I, wherein A = tBOC, G = OH, L = $-CH(CH_3)CH_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and $R_5 = R_6$ = hydrogen;

- 10 Compound of Formula I, wherein A = tBOC, G = OH, L = $-O-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, R_5 = methyl, and R_6 = hydrogen;

- 15 Compound of Formula I, wherein A = tBOC, G = OH, L = $-S-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, R_5 = methyl, and R_6 = hydrogen;

- 20 Compound of Formula I, wherein A = tBOC, G = OH, L = $-S(O)-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, R_5 = methyl, and R_6 = hydrogen;

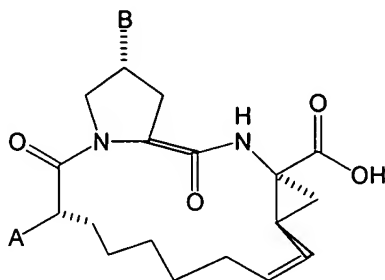
- Compound of Formula I, wherein A = tBOC, G = OH, L = $-S(O)_2$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, R_5 = methyl, and R_6 = hydrogen;

- 25 Compound of Formula I, wherein A = tBOC, G = OH, L = $-SCH_2CH_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, R_5 = methyl, and R_6 = hydrogen;

- 30 Compound of Formula I, wherein A = tBOC, G = OH, L = CF_2CH_2 , X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and $R_5 = R_6$ = hydrogen; and

Compound of Formula I, wherein A = tBOC, G = OH, L = $-\text{CHFCH}_2-$, X and Y taken together with the carbon atoms to which they are attached are phenyl, W is absent, Z = thiophen-2-yl, j = 3, m = s = 1, and R₅ = R₆ = hydrogen.

5



7. A compound of Formula V: (V), wherein A and B are as defined in the A-Matrix and B-Matrix tables.

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8. A compound of claim 8 selected from compound numbers: 101301; 101358; 101306; 101302; 101322; 101311; 101325; 101303; 103304; 101326; 101327; 101330; 101331; 101332; 101335; 101336; 101348; 101340; 101334; 101348; 101359; 101328; 101360; 101361; 101362; 101329; 105301; 123301; 112301; 124301; 109301; 122301; 111301; 114301; 107301; 104301; 101324; 101304; 101355; 101356; 101307; 101357; 101347; 101352; 110301; 101364; 101308; 101309; 128301; 124301; 113301; 143301; 115301; 101367; 101368; 101323; 101317; 108301; 101318; 101319; 101351; 101353; 101349; 118301; 120301; 101333; 101320; 101321; 129301; 121301; 117301; 123352; 101347; 101350; 107365; 101313; 145301; 101366; 101354; 101343; 101314; 101339; 101341; 107341; 114341; 106301; 144301; 126301; 127301; 130301; 116301; 102301; 140301; 141301; 139301; 138301; 142301; 137301; 135301; 134301; 133301; 131301; 132301; 136301; 101345; 101344; 101342; 105316; 107316; 101315; 101346; 101337; 116365; or 101338.

20

9. A pharmaceutical composition comprising an inhibitory amount of a compound according to claim 1 or 7 alone or in combination with a pharmaceutically acceptable carrier or excipient.

25

10. A method of treating a hepatitis C viral infection in a subject, comprising administering to the subject an inhibitory amount of a pharmaceutical composition according to claim 9.
- 5 11. A method of inhibiting the replication of hepatitis C virus, the method comprising supplying a hepatitis C viral NS3 protease inhibitory amount of the pharmaceutical composition of claim 9.
12. The method of claim 10 further comprising administering concurrently an additional anti-hepatitis C virus agent.
- 10 13. The method of claim 12, wherein said additional anti-hepatitis C virus agent is selected from the group consisting of: α -interferon, β -interferon, ribavarin, and adamantane.
- 15 14. The method of claim 12, wherein said additional anti-hepatitis C virus agent is an inhibitor of hepatitis C virus helicase, polymerase, metalloprotease, or IRES.